



General Assembly

February Session, 2010

Raised Bill No. 5375

LCO No. 1454

01454_____JUD

Referred to Committee on Judiciary

Introduced by:
(JUD)

AN ACT CONCERNING BUSINESS ENTITY FILINGS.

Be it enacted by the Senate and House of Representatives in General Assembly convened:

1 Section 1. Section 33-608 of the general statutes is repealed and the
2 following is substituted in lieu thereof (*Effective January 1, 2011*):

3 (a) A document shall satisfy the requirements of this section, and of
4 any other section that adds to or varies from these requirements, to be
5 entitled to filing by the Secretary of the State.

6 (b) Sections 33-600 to 33-998, inclusive, as amended by this act, shall
7 require or permit filing the document in the office of the Secretary of
8 the State.

9 (c) The document shall contain the information required by sections
10 33-600 to 33-998, inclusive, as amended by this act. It may contain
11 other information as well.

12 (d) The document shall be typewritten or printed or, if electronically
13 transmitted, in a format that can be retrieved or reproduced in
14 typewritten or printed form.

15 (e) The document shall be in the English language. A corporate
16 name need not be in English if written in English letters or Arabic or
17 Roman numerals, and the certificate of existence required of foreign
18 corporations need not be in English if accompanied by a reasonably
19 authenticated English translation.

20 (f) The document shall be executed: (1) By the chairman of the board
21 of directors of a domestic or foreign corporation, by its president or by
22 another of its officers; (2) if directors have not been selected or the
23 corporation has not been formed, by an incorporator; or (3) if the
24 corporation is in the hands of a receiver, trustee or other court-
25 appointed fiduciary, by that fiduciary.

26 (g) The person executing the document shall sign it and state
27 beneath or opposite such person's signature such person's name and
28 the capacity in which such person signs. The document may but need
29 not contain a corporate seal, attestation, acknowledgment or
30 verification.

31 (h) If the Secretary of the State has prescribed a mandatory form for
32 the document under section 33-609, the document shall be in or on the
33 prescribed form.

34 (i) The document shall be delivered to the office of the Secretary of
35 the State for filing. [Delivery may be made by electronic transmission if
36 and to the extent permitted by the Secretary of the State.] If the
37 document is filed in typewritten or printed form and not electronically
38 transmitted, the Secretary of the State may require one exact or
39 conformed copy to be delivered with the document, except as
40 provided in sections 33-662 and 33-928.

41 (j) When the document is delivered to the office of the Secretary of
42 the State for filing, the correct filing fee, and any franchise tax, license
43 fee or penalty required to be paid therewith by sections 33-600 to 33-
44 998, inclusive, as amended by this act, or other law must be paid or
45 provision for payment made in a manner permitted by the Secretary of

46 the State.

47 (k) When any document is required or permitted to be filed or
48 recorded as provided in sections 33-600 to 33-998, inclusive, as
49 amended by this act, the Secretary of the State may, in the Secretary of
50 the State's discretion, for good cause, permit a photostatic or other
51 photographic copy of such document to be filed or recorded in lieu of
52 the original instrument. Such filing or recording shall have the same
53 force and effect as if the original instrument had been so filed or
54 recorded.

55 (l) As used in this subsection, "filed document" means a document
56 filed with the Secretary of the State under any provision of sections 33-
57 600 to 33-998, inclusive, as amended by this act, except sections 33-920
58 to 33-937, inclusive, as amended by this act, and section 33-953, as
59 amended by this act, and "plan" means a plan of merger or share
60 exchange. Whenever a provision of sections 33-600 to 33-998, inclusive,
61 as amended by this act, permits any of the terms of a plan or filed
62 document to be dependent on facts objectively ascertainable outside
63 the plan or filed document, the following provisions apply:

64 (1) The manner in which the facts will operate upon the terms of the
65 plan or filed document shall be set forth in the plan or filed document;

66 (2) The facts may include, but are not limited to (A) any of the
67 following that is available in a nationally recognized news or
68 information medium either in print or electronically: Statistical or
69 market indices, market prices of any security or group of securities,
70 interest rates, currency exchange rates, or similar economic or financial
71 data, (B) a determination or action by any person or body, including
72 the corporation or any other party to a plan or filed document, or (C)
73 the terms of, or actions taken under, an agreement to which the
74 corporation is a party, or any other agreement or document;

75 (3) The following provisions of a plan or filed document may not be
76 made dependent on facts outside the plan or filed document: (A) The

77 name and address of any person required in a filed document; (B) the
78 registered office of any entity required in a filed document; (C) the
79 registered agent of any entity required in a filed document; (D) the
80 number of authorized shares and designation of each class or series of
81 shares; (E) the effective date of a filed document; and (F) any required
82 statement in a filed document of the date on which the underlying
83 transaction was approved or the manner in which such approval was
84 given; and

85 (4) If a provision of a filed document is made dependent on a fact
86 ascertainable outside of the filed document, and such fact is not
87 ascertainable by reference to a source described in subparagraph (A) of
88 subdivision (2) of this subsection or a document that is a matter of
89 public record, or the affected shareholders have not received notice of
90 the fact from the corporation, then the corporation shall file with the
91 Secretary of the State a certificate of amendment setting forth the fact
92 promptly after the time when the fact referred to is first ascertainable
93 or thereafter changes. Certificates of amendment under this
94 subdivision are deemed to be authorized by the authorization of the
95 original plan or filed document to which they relate and may be filed
96 by the corporation without further action by the board of directors or
97 the shareholders.

98 (m) The Secretary of the State may require or permit the filing by
99 electronic transmission or by employing new technology as it is
100 developed of any document that is required by law or regulation
101 under sections 33-600 to 33-998, inclusive, as amended by this act, to be
102 filed with the Secretary of the State.

103 Sec. 2. Section 33-882 of the general statutes is repealed and the
104 following is substituted in lieu thereof (*Effective January 1, 2011*):

105 (a) At any time after dissolution is authorized, the corporation may
106 dissolve by delivering to the Secretary of the State for filing a certificate
107 of dissolution setting forth: (1) The name of the corporation; (2) the
108 date dissolution was authorized; and (3) if dissolution was approved

109 by the shareholders, a statement that the proposal to dissolve was duly
110 approved by the shareholders in the manner required by sections 33-
111 600 to 33-998, inclusive, as amended by this act, and by the certificate
112 of incorporation.

113 (b) No corporation may file a certificate of dissolution under this
114 section until it has filed all annual reports that are due as provided in
115 sections 33-953 and 33-954, as amended by this act.

116 [(b)] (c) A corporation is dissolved upon the effective date of its
117 certificate of dissolution.

118 [(c)] (d) For the purposes of sections 33-880 to 33-903, inclusive, as
119 amended by this act, "dissolved corporation" means a corporation
120 whose certificate of dissolution has become effective and includes a
121 successor entity to which the remaining assets of the corporation are
122 transferred subject to the corporation's liabilities for purposes of
123 liquidation.

124 Sec. 3. Section 33-932 of the general statutes is repealed and the
125 following is substituted in lieu thereof (*Effective January 1, 2011*):

126 (a) A foreign corporation authorized to transact business in this
127 state may not withdraw from this state until it obtains a certificate of
128 withdrawal from the Secretary of the State.

129 (b) A foreign corporation authorized to transact business in this
130 state may apply for a certificate of withdrawal by delivering an
131 application to the Secretary of the State for filing. The application shall
132 set forth: (1) The name of the foreign corporation and the name of the
133 state or country under whose law it is incorporated; (2) that it is not
134 transacting business in this state and that it surrenders its authority to
135 transact business in this state; (3) that it revokes the authority of its
136 registered agent to accept service on its behalf and appoints the
137 Secretary of the State and his successors in office as its agent for service
138 of process in any proceeding based on a cause of action arising during

139 the time it was authorized to transact business in this state; (4) a
140 mailing address to which the Secretary of the State may mail a copy of
141 any process served on him under subdivision (3) of this subsection;
142 and (5) a commitment to notify the Secretary of the State in the future
143 of any change in its mailing address.

144 (c) No foreign corporation may obtain a certificate of withdrawal
145 under this section until it has filed all annual reports that are due as
146 provided in sections 33-953 and 33-954, as amended by this act.

147 ~~[(c)]~~ (d) After the withdrawal of the corporation is effective, service
148 of process on the Secretary of the State as provided in section 33-929 is
149 service on the foreign corporation.

150 Sec. 4. Section 33-953 of the general statutes is repealed and the
151 following is substituted in lieu thereof (*Effective January 1, 2011*):

152 (a) Each domestic corporation, except banks, trust companies,
153 insurance or surety companies, savings and loan associations and
154 public service companies, as defined in section 16-1, and each foreign
155 corporation authorized to transact business in this state, shall file an
156 annual report with the Secretary of the State as prescribed in this
157 section.

158 (b) The first annual report of a domestic corporation shall be filed
159 within thirty days after its organization meeting. [Subsequent] On and
160 after January 1, 2011, subsequent annual reports of such domestic
161 corporation and annual reports of each foreign corporation authorized
162 to transact business in this state shall be filed [at such times as may be
163 provided by regulations adopted by the Secretary of the State in
164 accordance with chapter 54, provided the Secretary of the State may
165 require any corporation to file an annual report according to reporting
166 schedules established by the secretary so as to effect staggered filing of
167 all such reports] by electronic transmission on or after January first and
168 prior to May first. Upon request of a corporation, the Secretary of the
169 State may grant an exemption from the requirement to file an annual

170 report by electronic transmission if the corporation does not have the
171 capability to file by electronic transmission or make payment in an
172 authorized manner by electronic means or if other good cause is
173 shown.

174 (c) Each annual report shall set forth as of a date which complies
175 with subsection (d) of this section and which is specified in such
176 report: (1) The name of the corporation; (2) the principal office of the
177 corporation or, in the case of a foreign corporation (A) the address of
178 the principal office of the foreign corporation in the state under the
179 laws of which it is incorporated, (B) the address of the executive offices
180 of the foreign corporation, and (C) the address of the principal office of
181 the foreign corporation in this state, if any; [and] (3) the electronic mail
182 address, if any, of the corporation; and (4) the names and respective
183 business and residence addresses of the directors and officers of the
184 corporation, except that if good cause is shown, the Secretary of the
185 State may accept business addresses in lieu of business and residence
186 addresses of the directors and officers of the corporation. For the
187 purposes of this subsection, a showing of good cause shall include, but
188 not be limited to, a showing that public disclosure of the residence
189 addresses of the corporation's directors and officers may expose the
190 personal security of such directors and officers to significant risk.

191 (d) The date specified in the annual report pursuant to subsection
192 (c) of this section shall (1) not be later than the date of filing the report,
193 and (2) not be earlier than the latest date preceding the date of filing on
194 which any change of circumstances occurred which would affect the
195 statements of fact required in the report.

196 (e) Each annual report shall be accompanied by the required filing
197 fee. The report shall be executed as set forth in section 33-608. The
198 Secretary of the State shall [mail] deliver to each domestic corporation
199 at its principal office or electronic mail address, as shown by his
200 records, and to each foreign corporation authorized to transact
201 business in this state at its executive offices or electronic mail address,

202 as last shown by his records, [a form prescribed by him for the annual
203 report] notice that the annual report is due, but failure to receive such
204 [form] notice shall not relieve a corporation of the requirement of filing
205 the report as provided in this section.

206 Sec. 5. Section 33-1004 of the general statutes is repealed and the
207 following is substituted in lieu thereof (*Effective January 1, 2011*):

208 (a) A document shall satisfy the requirements of this section, and of
209 any other section that adds to or varies from these requirements, to be
210 entitled to filing by the Secretary of the State.

211 (b) Sections 33-1000 to 33-1290, inclusive, as amended by this act,
212 shall require or permit filing the document in the office of the Secretary
213 of the State.

214 (c) The document shall contain the information required by sections
215 33-1000 to 33-1290, inclusive, as amended by this act. It may contain
216 other information as well.

217 (d) The document shall be typewritten or printed or, if electronically
218 transmitted, in a format that can be retrieved or reproduced in
219 typewritten or printed form.

220 (e) The document shall be in the English language. A corporate
221 name need not be in English if written in English letters or Arabic or
222 Roman numerals, and the certificate of existence required of foreign
223 corporations need not be in English if accompanied by a reasonably
224 authenticated English translation.

225 (f) The document shall be executed: (1) By the chairman of the board
226 of directors of a domestic or foreign corporation, by its president or by
227 another of its officers; (2) if directors have not been selected or the
228 corporation has not been formed, by an incorporator; or (3) if the
229 corporation is in the hands of a receiver, trustee or other court-
230 appointed fiduciary, by that fiduciary.

231 (g) The person executing the document shall sign it and state
232 beneath or opposite such person's signature such person's name and
233 the capacity in which such person signs. The document may but need
234 not contain a corporate seal, attestation, acknowledgment or
235 verification.

236 (h) If the Secretary of the State has prescribed a mandatory form for
237 the document under section 33-1005, the document shall be in or on
238 the prescribed form.

239 (i) The document shall be delivered to the office of the Secretary of
240 the State for filing. [Delivery may be made by electronic transmission if
241 and to the extent permitted by the Secretary of the State.] If the
242 document is filed in typewritten or printed form and not electronically
243 transmitted, the Secretary of the State may require one exact or
244 conformed copy to be delivered with the document, except as
245 provided in sections 33-1052 and 33-1218.

246 (j) When the document is delivered to the office of the Secretary of
247 the State for filing, the correct filing fee, and any franchise tax, license
248 fee or penalty required to be paid therewith by sections 33-1000 to 33-
249 1290, inclusive, as amended by this act, or other law, must be paid or
250 provision for payment made in a manner permitted by the Secretary of
251 the State.

252 (k) When any document is required or permitted to be filed or
253 recorded as provided in sections 33-1000 to 33-1290, inclusive, as
254 amended by this act, the Secretary of the State may, in the Secretary of
255 the State's discretion, for good cause, permit a photostatic or other
256 photographic copy of such document to be filed or recorded in lieu of
257 the original instrument. Such filing or recording shall have the same
258 force and effect as if the original instrument had been so filed or
259 recorded.

260 (l) The Secretary of the State may require or permit the filing by
261 electronic transmission or by employing new technology as it is

262 developed of any document that is required by law or regulation
263 under sections 33-1000 to 33-1290, inclusive, as amended by this act, to
264 be filed with the Secretary of the State.

265 Sec. 6. Section 33-1172 of the general statutes is repealed and the
266 following is substituted in lieu thereof (*Effective January 1, 2011*):

267 (a) At any time after dissolution is authorized, the corporation may
268 dissolve by delivering to the Secretary of the State for filing a certificate
269 of dissolution setting forth: (1) The name of the corporation; (2) the
270 date dissolution was authorized; (3) if dissolution was approved by
271 members, a statement that the proposal to dissolve was duly approved
272 by the members in the manner required by sections 33-1000 to 33-1290,
273 inclusive, as amended by this act, and by the certificate of
274 incorporation; and (4) if dissolution was authorized by the board of
275 directors without member approval, a statement that the dissolution
276 was duly approved by the board of directors and that member
277 approval was not required.

278 **(b) No corporation may file a certificate of dissolution under this**
279 **section until it has filed all annual reports that are due as provided in**
280 **sections 33-1243 and 33-1244, as amended by this act.**

281 **[(b)] (c)** A corporation is dissolved upon the effective date of its
282 certificate of dissolution.

283 **[(c)] (d)** For the purposes of sections 33-1170 to 33-1193, inclusive, as
284 amended by this act, "dissolved corporation" means a corporation
285 whose certificate of dissolution has become effective and includes a
286 successor entity to which the remaining assets of the corporation are
287 transferred subject to the corporation's liabilities for purposes of
288 liquidation.

289 Sec. 7. Section 33-1222 of the general statutes is repealed and the
290 following is substituted in lieu thereof (*Effective January 1, 2011*):

291 (a) A foreign corporation authorized to conduct affairs in this state

292 may not withdraw from this state until it obtains a certificate of
293 withdrawal from the Secretary of the State.

294 (b) A foreign corporation authorized to conduct affairs in this state
295 may apply for a certificate of withdrawal by delivering an application
296 to the Secretary of the State for filing. The application shall set forth: (1)
297 The name of the foreign corporation and the name of the state or
298 country under whose law it is incorporated; (2) that it is not
299 conducting affairs in this state and that it surrenders its authority to
300 conduct affairs in this state; (3) that it revokes the authority of its
301 registered agent to accept service on its behalf and appoints the
302 Secretary of the State and his successors in office as its agent for service
303 of process in any proceeding based on a cause of action arising during
304 the time it was authorized to conduct affairs in this state; (4) a mailing
305 address to which the Secretary of the State may mail a copy of any
306 process served on him under subdivision (3) of this subsection; and (5)
307 a commitment to notify the Secretary of the State in the future of any
308 change in its mailing address.

309 (c) No foreign corporation may obtain a certificate of withdrawal
310 under this section until it has filed all annual reports that are due as
311 provided in sections 33-1243 and 33-1244, as amended by this act.

312 [(c)] (d) After the withdrawal of the corporation is effective, service
313 of process on the Secretary of the State as provided in section 33-1219,
314 is service on the foreign corporation.

315 Sec. 8. Section 33-1243 of the general statutes is repealed and the
316 following is substituted in lieu thereof (*Effective January 1, 2011*):

317 (a) Each domestic corporation, except banks, trust companies,
318 insurance or surety companies, savings and loan associations, credit
319 unions, public service companies, as defined in section 16-1, cemetery
320 associations and incorporated church or religious corporations, and
321 each foreign corporation authorized to conduct affairs in this state, and
322 except corporations formed before January 1, 1961, which under the

323 law in effect on December 31, 1960, were not required to file an annual
324 report, shall file an annual report with the Secretary of the State as
325 prescribed in this section.

326 (b) The first annual report of a domestic corporation shall be filed
327 within thirty days after its organization meeting. [Subsequent] On and
328 after January 1, 2011, subsequent annual reports of such domestic
329 corporation and annual reports of each foreign corporation authorized
330 to conduct affairs in this state shall be filed [at such times as may be
331 provided by regulations adopted by the Secretary of the State in
332 accordance with chapter 54, provided the Secretary of the State may
333 require any corporation to file an annual report according to reporting
334 schedules established by the secretary so as to effect staggered filing of
335 all such reports] by electronic transmission on or after January first and
336 prior to May first. Upon request of a corporation, the Secretary of the
337 State may grant an exemption from the requirement to file an annual
338 report by electronic transmission if the corporation does not have the
339 capability to file by electronic transmission or make payment in an
340 authorized manner by electronic means or if other good cause is
341 shown.

342 (c) Each annual report shall set forth as of a date which complies
343 with subsection (d) of this section and which is specified in such
344 report: (1) The name of the corporation and, in the case of a foreign
345 corporation, the state under the laws of which it is incorporated; (2) the
346 principal office of the corporation or, in the case of a foreign
347 corporation (A) the address of the principal office of the foreign
348 corporation in the state under the laws of which it is incorporated, (B)
349 the address of the executive offices of the foreign corporation, and (C)
350 the address of the principal office of the foreign corporation in this
351 state, if any; [and] (3) the electronic mail address, if any, of the
352 corporation; and (4) the names and respective business and residence
353 addresses of the directors and officers of the corporation, except that if
354 good cause is shown, the Secretary of the State may accept business
355 addresses in lieu of business and residence addresses of the directors

356 and officers of the corporation. For the purposes of this subsection, a
357 showing of good cause shall include, but not be limited to, a showing
358 that public disclosure of the residence addresses of the corporation's
359 directors and officers may expose the personal security of such
360 directors and officers to significant risk.

361 (d) The date specified in the annual report pursuant to subsection
362 (c) of this section shall (1) not be later than the date of filing the report,
363 and (2) not be earlier than the latest date preceding the date of filing on
364 which any change of circumstances occurred which would affect the
365 statements of fact required in the report.

366 (e) Each annual report shall be accompanied by the required filing
367 fee. The report shall be executed as set forth in section 33-1004, as
368 amended by this act. The Secretary of the State shall [mail] deliver to
369 each domestic corporation at its principal office or electronic mail
370 address, as shown by his records, and to each foreign corporation
371 authorized to conduct affairs in this state at its executive offices or
372 electronic mail address, as last shown by his records, [a form
373 prescribed by him for the annual report] notice that the annual report
374 is due, but failure to receive such [form] notice shall not relieve a
375 corporation of the requirement of filing the report as provided in this
376 section.

377 Sec. 9. Section 34-9 of the general statutes is repealed and the
378 following is substituted in lieu thereof (*Effective January 1, 2011*):

379 As used in this chapter, unless the context otherwise requires:

380 (1) "Address" means location as described by the full street number,
381 if any, street, city or town, state or country and not a mailing address
382 such as a post office box.

383 (2) "Certificate of limited partnership" means the certificate referred
384 to in section 34-10 and the certificate as amended or restated.

385 (3) "Consolidation" means a business combination pursuant to

386 section 34-33b.

387 (4) "Contribution" means any cash, property, services rendered, or a
388 promissory note or other binding obligation to contribute cash or
389 property or to perform services, which a partner contributes to a
390 limited partnership in his capacity as a partner.

391 (5) "Deliver" or "delivery" means any method of delivery used in
392 conventional commercial practice including delivery by hand, mail,
393 commercial delivery and electronic transmission.

394 (6) "Document" includes anything delivered to the office of the
395 Secretary of the State for filing under sections 34-9 to 34-38u, inclusive,
396 as amended by this act.

397 (7) "Electronic transmission" or "electronically transmitted" means
398 any process of communication not directly involving the physical
399 transfer of paper that is suitable for the retention, retrieval and
400 reproduction of information by the recipient.

401 ~~[(5)]~~ (8) "Event of withdrawal of a general partner" means an event
402 that causes a person to cease to be a general partner as provided in
403 section 34-28.

404 ~~[(6)]~~ (9) "Foreign limited partnership" means a partnership formed
405 under the laws of any state other than this state and having as partners
406 one or more general partners and one or more limited partners.

407 ~~[(7)]~~ (10) "General partner" means a person who has been admitted
408 to a limited partnership as a general partner in accordance with the
409 partnership agreement and named in the certificate of limited
410 partnership as a general partner.

411 ~~[(8)]~~ (11) "Interests" means the proprietary interests in an other
412 entity.

413 ~~[(9)]~~ (12) "Limited partner" means a person who has been admitted

414 to a limited partnership as a limited partner in accordance with the
415 partnership agreement.

416 [(10)] (13) "Limited partnership" and "domestic limited partnership"
417 means a partnership formed by two or more persons under the
418 provisions of this chapter and having one or more general partners
419 and one or more limited partners.

420 [(11)] (14) "Merger" means a business combination pursuant to
421 section 34-33a.

422 [(12)] (15) "Organizational documents" means the basic document or
423 documents that create, or determine the internal governance of, an
424 other entity.

425 [(13)] (16) "Other entity" means any association or legal entity, other
426 than a domestic or foreign limited partnership, organized to conduct
427 business, including, but not limited to, a corporation, general
428 partnership, limited liability partnership, limited liability company,
429 joint venture, joint stock company, business trust, statutory trust and
430 real estate investment trust.

431 [(14)] (17) "Partner" means a limited or general partner.

432 [(15)] (18) "Partnership agreement" means any valid agreement,
433 written or oral, of the partners as to the affairs of a limited partnership
434 and the conduct of its business.

435 [(16)] (19) "Partnership interest" means a partner's share of the
436 profits and losses of a limited partnership and the right to receive
437 distributions of partnership assets.

438 [(17)] (20) "Party to a consolidation" means any domestic or foreign
439 limited partnership or other entity that will consolidate under a plan of
440 consolidation.

441 [(18)] (21) "Party to a merger" means any domestic or foreign limited

442 partnership or other entity that will merge under a plan of merger.

443 [(19)] (22) "Person" means a natural person, partnership, limited
444 partnership, foreign limited partnership, trust, estate, association,
445 limited liability company or corporation.

446 [(20)] (23) "Plan of merger" means a plan entered into pursuant to
447 section 34-33a.

448 [(21)] (24) "Plan of consolidation" means a plan entered into
449 pursuant to section 34-33b.

450 (25) "Sign" or "signature" includes any manual, facsimile, conformed
451 or electronic signature.

452 [(22)] (26) "State" means a state, territory, or possession of the United
453 States, the District of Columbia or the Commonwealth of Puerto Rico.

454 [(23)] (27) "Survivor" means, in a merger or consolidation, the
455 limited partnership or other entity into which one or more other
456 limited partnerships or other entities are merged or consolidated.

457 Sec. 10. Section 34-10b of the general statutes is repealed and the
458 following is substituted in lieu thereof (*Effective January 1, 2011*):

459 (a) A signed copy of the certificate of limited partnership and of any
460 certificates of amendment or cancellation or of any judicial decree of
461 amendment or cancellation or of any certificate of merger or
462 consolidation, or notice or any other document permitted or required
463 to be filed pursuant to this chapter for a limited partnership, shall be
464 delivered to the Secretary of the State. A person who executes a
465 certificate as an agent or fiduciary need not exhibit evidence of his
466 authority as a prerequisite to filing. Unless the Secretary of the State
467 finds that any certificate does not conform to law, upon receipt of all
468 filing fees required by law he shall:

469 (1) Endorse on each copy the word "Filed" and the day, month and

470 year of the filing thereof; and

471 (2) File a signed copy in his office.

472 (b) Upon the filing of a certificate of amendment or judicial decree
473 of amendment in the office of the Secretary of the State, the certificate
474 of limited partnership shall be amended as set forth therein, and upon
475 the effective date of a certificate of cancellation, or a judicial decree
476 thereof or a certificate of merger or consolidation which acts as a
477 certificate of cancellation, the certificate of limited partnership is
478 cancelled.

479 (c) When any document is required or permitted to be filed or
480 recorded as provided in sections 34-9 to 34-38u, inclusive, as amended
481 by this act, the Secretary of the State may, in the Secretary of the State's
482 discretion, for good cause, permit a photostatic or other photographic
483 copy of such document to be filed or recorded in lieu of the original
484 instrument. Such filing or recording shall have the same force and
485 effect as if the original instrument had been so filed or recorded.

486 (d) The Secretary of the State may require or permit the filing by
487 electronic transmission or by employing new technology as it is
488 developed of any document that is required by law or regulation
489 under sections 34-9 to 34-38u, inclusive, as amended by this act, to be
490 filed with the Secretary of the State.

491 Sec. 11. Section 34-13e of the general statutes is repealed and the
492 following is substituted in lieu thereof (*Effective January 1, 2011*):

493 (a) On and after January 1, 1996, each limited partnership shall file
494 an annual report with the Secretary of the State that shall be due upon
495 the anniversary of the formation of the limited partnership. On and
496 after January 1, 2011, each limited partnership shall file an annual
497 report by electronic transmission on or after January first and prior to
498 May first. Upon request of a limited partnership, the Secretary of the
499 State may grant an exemption from the requirement to file an annual

500 report by electronic transmission if the limited partnership does not
501 have the capability to file by electronic transmission or make payment
502 in an authorized manner by electronic means or if other good cause is
503 shown.

504 (b) Each annual report shall set forth: (1) The name of the limited
505 partnership; [and] (2) the address of the office of the limited
506 partnership required to be maintained by section 34-13b; and (3) the
507 electronic mail address, if any, of the limited partnership.

508 (c) Each annual report shall be executed in accordance with section
509 34-10a and be accompanied by the filing fee established in section 34-
510 38n. The Secretary of the State shall [mail] deliver to each limited
511 partnership at [its] the address of the office required to be maintained
512 by section 34-13b or its electronic mail address, as shown by his
513 records, [a form prescribed by him for the annual report] notice that
514 the annual report is due, but failure to receive such [form] notice shall
515 not relieve a limited partnership of the requirement of filing the report
516 as provided in this section.

517 Sec. 12. Section 34-32a of the general statutes is repealed and the
518 following is substituted in lieu thereof (*Effective January 1, 2011*):

519 (a) A certificate of limited partnership shall be cancelled upon the
520 dissolution and the completion of winding up of the partnership or at
521 any other time there are no limited partners. A certificate of
522 cancellation shall be filed in the office of the Secretary of the State and
523 set forth:

524 (1) The name of the limited partnership;

525 (2) The date of filing of the original certificate of limited partnership;

526 (3) The reason for filing the certificate of cancellation;

527 (4) The effective date of cancellation if it is not to be effective upon
528 the filing of the certificate; and

529 (5) Any other information the general partners filing the certificate
530 determine.

531 (b) No limited partnership may file a certificate of cancellation
532 under this section until it has filed all annual reports that are due as
533 provided in sections 34-13e and 34-13f, as amended by this act.

534 Sec. 13. Section 34-38k of the general statutes is repealed and the
535 following is substituted in lieu thereof (*Effective January 1, 2011*):

536 (a) A foreign limited partnership may cancel its registration by filing
537 with the Secretary of the State a signed copy of a certificate of
538 cancellation signed and sworn to by a general partner. A cancellation
539 does not terminate the authority of the Secretary of the State to accept
540 service of process on the foreign limited partnership with respect to
541 causes of action arising out of the transactions of business in this state.

542 (b) No foreign limited partnership may file a certificate of
543 cancellation under this section until it has filed all annual reports that
544 are due as provided in sections 34-38s and 34-38t, as amended by this
545 act.

546 Sec. 14. Section 34-38s of the general statutes is repealed and the
547 following is substituted in lieu thereof (*Effective January 1, 2011*):

548 (a) On and after January 1, 1996, each foreign limited partnership
549 registered to transact business in this state shall file an annual report
550 with the Secretary of the State that shall be due upon the anniversary
551 of the registration of such foreign limited partnership pursuant to
552 section 34-38g. On and after January 1, 2011, each foreign limited
553 partnership shall file an annual report by electronic transmission on or
554 after January first and prior to May first. Upon request of a foreign
555 limited partnership, the Secretary of the State may grant an exemption
556 from the requirement to file an annual report by electronic
557 transmission if the foreign limited partnership does not have the
558 capability to file by electronic transmission or make payment in an

559 authorized manner by electronic means or if other good cause is
560 shown.

561 (b) Each annual report shall set forth: (1) The name of the foreign
562 limited partnership and, if different, the name under which such
563 foreign limited partnership transacts business in this state; [, and] (2)
564 the address of the office required to be maintained in the state or other
565 jurisdiction of the foreign limited partnership's organization by the
566 laws of that state or jurisdiction or, if not so required, the address of its
567 principal office; and (3) the electronic mail address, if any, of the
568 foreign limited partnership.

569 (c) Each annual report shall be executed in accordance with section
570 34-10a and be accompanied by the filing fee established in section 34-
571 38n. The Secretary of the State shall [mail] deliver to each foreign
572 limited partnership at its principal office or its electronic mail address,
573 as last shown by his records, [a form prescribed by him for the annual
574 report] notice that the annual report is due, but failure to receive such
575 [form] notice shall not relieve a foreign limited partnership of the
576 requirement of filing the report as provided in this section.

577 Sec. 15. Section 34-101 of the general statutes is repealed and the
578 following is substituted in lieu thereof (*Effective January 1, 2011*):

579 As used in sections 34-100 to 34-242, inclusive, as amended by this
580 act, unless the context otherwise requires:

581 (1) "Address" means a location as described by the full street
582 number, if any, street, city or town, state or county and not a mailing
583 address such as a post office box.

584 (2) "Articles of organization" means articles filed under section 34-
585 121, and those articles as amended or restated.

586 (3) "Corporation" means a corporation formed under the laws of this
587 state or a foreign corporation.

588 (4) "Court" includes every court having jurisdiction in the case.

589 (5) "Deliver" or "delivery" means any method of delivery used in
590 conventional commercial practice including delivery by hand, mail,
591 commercial delivery and electronic transmission.

592 (6) "Document" includes anything delivered to the office of the
593 Secretary of the State for filing under sections 34-100 to 34-242,
594 inclusive, as amended by this act.

595 [(5)] (7) "Electronic transmission" or "electronically transmitted"
596 means any process of communication not directly involving the
597 physical transfer of paper that is suitable for the retention, retrieval
598 and reproduction of information by the recipient. [and which does not
599 directly involve the physical transfer of paper.]

600 [(6)] (8) "Event of dissociation" means an event that causes a person
601 to cease to be a member, as provided in section 34-180.

602 [(7)] (9) "Foreign corporation" means a corporation formed under
603 the laws of any state other than this state or under the laws of any
604 foreign country.

605 [(8)] (10) "Foreign limited liability company" means an entity that is:
606 (A) Organized under the laws of a state other than the laws of this state
607 or under the laws of any foreign country; (B) organized under a statute
608 pursuant to which an entity denominated as a limited liability
609 company may be formed that affords to each of its members limited
610 liability with respect to the liabilities of the entity; and (C) is not
611 required to be registered or organized under any statute of this state
612 other than sections 34-100 to 34-242, inclusive, as amended by this act.

613 [(9)] (11) "Foreign limited partnership" means a limited partnership
614 formed under the laws of any state other than this state or under the
615 laws of any foreign country.

616 [(10)] (12) "Limited liability company" or "domestic limited liability

617 company" means an organization having one or more members that is
618 formed under sections 34-100 to 34-242, inclusive, as amended by this
619 act.

620 [(11)] (13) "Limited liability company membership interest" or
621 "interest" or "interest in the limited liability company" means a
622 member's share of the profits and losses of the limited liability
623 company and a member's right to receive distributions of the limited
624 liability company's assets, unless otherwise provided in the operating
625 agreement.

626 [(12)] (14) "Limited partnership" means a limited partnership
627 formed under the laws of this state or a foreign limited partnership.

628 [(13)] (15) "Manager" or "managers" means, with respect to a limited
629 liability company that has set forth in its articles of organization that it
630 is to be managed by managers, the person or persons designated in
631 accordance with section 34-140.

632 [(14)] (16) "Member" or "members" means a person or persons who
633 have been admitted to membership in a limited liability company as
634 provided in section 34-179 and who have not disassociated from the
635 limited liability company as provided in section 34-180.

636 [(15)] (17) "Operating agreement" means any agreement, written or
637 oral, as to the conduct of the business and affairs of a limited liability
638 company, which is binding upon all of the members.

639 [(16)] (18) "Organizational documents" means the basic document or
640 documents that create, or determine the internal governance of, an
641 other entity.

642 [(17)] (19) "Organizer" or "organizers" means any member or
643 members or any other person or persons who files or file the articles of
644 organization as provided in section 34-120.

645 [(18)] (20) "Other entity" means any association or legal entity, other

646 than a domestic or foreign limited liability company, organized to
647 conduct business, including, but not limited to, a corporation, general
648 partnership, limited liability partnership, limited partnership, joint
649 venture, joint stock company, business trust, statutory trust and real
650 estate investment trust.

651 [(19)] (21) "Party to a consolidation" means any domestic or foreign
652 limited liability company or other entity that will consolidate under a
653 plan of consolidation.

654 [(20)] (22) "Party to a merger" means any domestic or foreign limited
655 liability company or other entity that will merge under a plan of
656 merger.

657 [(21)] (23) "Person" means an individual, a general partnership, a
658 limited partnership, a domestic or foreign limited liability company, a
659 trust, an estate, an association, a corporation or any other legal or
660 commercial entity.

661 [(22)] (24) "Plan of merger" or "plan of consolidation" means a plan
662 entered into pursuant to section 34-195.

663 [(23)] (25) "Professional service" means any type of service to the
664 public that requires that members of a profession rendering such
665 service obtain a license or other legal authorization as a condition
666 precedent to the rendition thereof, limited to the professional services
667 rendered by dentists, natureopaths, chiropractors, physicians and
668 surgeons, doctors of dentistry, physical therapists, occupational
669 therapists, podiatrists, optometrists, nurses, nurse-midwives,
670 veterinarians, pharmacists, architects, professional engineers, or jointly
671 by architects and professional engineers, landscape architects, real
672 estate brokers, insurance producers, certified public accountants and
673 public accountants, land surveyors, psychologists, attorneys-at-law,
674 licensed marital and family therapists, licensed professional
675 counselors, licensed or certified alcohol and drug counselors and
676 licensed clinical social workers.

677 [(24)] (26) "Sign" or "signature" includes any manual, facsimile, [or]
678 conformed or electronic signature.

679 [(25)] (27) "State" means a state, territory or possession of the United
680 States, the District of Columbia or the Commonwealth of Puerto Rico.

681 [(26)] (28) "Survivor" means, in a merger or consolidation, the
682 limited liability company or other entity into which one or more other
683 limited liability companies or other entities are merged or
684 consolidated.

685 Sec. 16. Section 34-106 of the general statutes is repealed and the
686 following is substituted in lieu thereof (*Effective January 1, 2011*):

687 (a) Each limited liability company shall file an annual report with
688 the Secretary of the State which report shall be due upon the
689 anniversary of the filing of a limited liability company's articles of
690 organization pursuant to section 34-120. On and after January 1, 2011,
691 each limited liability company shall file an annual report by electronic
692 transmission on or after January first and prior to May first. Upon
693 request of a limited liability company, the Secretary of the State may
694 grant an exemption from the requirement to file an annual report by
695 electronic transmission if the limited liability company does not have
696 the capability to file by electronic transmission or make payment in an
697 authorized manner by electronic means or if other good cause is
698 shown.

699 (b) Such reporting requirement shall commence on or after January
700 1, 1995, and continue annually thereafter.

701 (c) Each annual report shall set forth: (1) The name of the limited
702 liability company; (2) the limited liability company's current principal
703 office address; [and] (3) the electronic mail address, if any, of the
704 limited liability company; and (4) the name and respective business
705 and residence addresses of a manager or a member of the limited
706 liability company, except that if good cause is shown, the Secretary of

707 the State may accept a business address in lieu of the business and
708 residence addresses of such manager or member. For the purposes of
709 this subsection and subsection (d) of this section, a showing of good
710 cause shall include, but not be limited to, a showing that public
711 disclosure of the residence address of the manager or member of the
712 limited liability company may expose the personal security of such
713 manager or member to significant risk.

714 (d) If the manager or member named in a limited liability
715 company's most current annual report pursuant to subsection (c) of
716 this section is replaced for such purpose by another manager or
717 member after the limited liability company has filed such annual
718 report, but not later than thirty days preceding the month during
719 which the limited liability company's next annual report becomes due,
720 the limited liability company shall file with the Secretary of the State
721 an interim notice of change of manager or member that sets forth: (1)
722 The name of the limited liability company; and (2) the name, title and
723 respective business and residence addresses of the new manager or
724 member and the name and title of the former manager or member,
725 except that if good cause is shown, the Secretary of the State may
726 accept a business address in lieu of the business and residence
727 addresses of the new manager or member. Any such change of
728 manager or member that occurs within the thirty-day period preceding
729 the month during which the limited liability company's next annual
730 report becomes due shall be reflected in such next annual report.

731 (e) Each annual report shall be executed in accordance with section
732 34-109 and be accompanied by the filing fee established in section 34-
733 112. The Secretary of the State shall [mail] deliver to each limited
734 liability company at its principal office or electronic mail address, as
735 shown on his records, [a form prescribed by him for the annual report]
736 notice that the annual report is due, but failure to receive such [form]
737 notice shall not relieve a limited liability company of the requirement
738 of filing the report as provided in this section.

739 Sec. 17. Section 34-110 of the general statutes is repealed and the
740 following is substituted in lieu thereof (*Effective January 1, 2011*):

741 (a) The original signed copy of the articles of organization or any
742 other document required to be filed pursuant to sections 34-100 to 34-
743 242, inclusive, as amended by this act, shall be delivered to the
744 Secretary of the State. The articles of organization or any other
745 document required to be filed shall be typewritten or printed or, if
746 [authorized by the Secretary of the State,] electronically transmitted, in
747 a format that can be retrieved or reproduced in typewritten or printed
748 form. Unless the Secretary of the State determines that the document
749 does not conform to the filing provisions of said sections, the Secretary
750 of the State shall, when all required filing fees have been paid: (1)
751 Endorse on each signed document "filed" and the date and time of its
752 acceptance for filing; and (2) retain the signed document in the
753 Secretary of the State's files.

754 (b) When any document is required or permitted to be filed or
755 recorded as provided in sections 34-100 to 34-242, inclusive, as
756 amended by this act, the Secretary of the State may, in the Secretary of
757 the State's discretion, for good cause, permit a photostatic or other
758 photographic copy of such document to be filed or recorded in lieu of
759 the original instrument. Such filing or recording shall have the same
760 force and effect as if the original instrument had been so filed or
761 recorded.

762 (c) The Secretary of the State may require or permit the filing by
763 electronic transmission or by employing new technology as it is
764 developed of any document that is required by law or regulation
765 under sections 34-100 to 34-242, inclusive, as amended by this act, to be
766 filed with the Secretary of the State.

767 [(c)] (d) If the Secretary of the State determines that the document
768 does not conform to the filing provisions of sections 34-100 to 34-242,
769 inclusive, as amended by this act, or is not accompanied by all fees
770 required by law, the document shall not be filed and the Secretary of

771 the State shall return the document to the person originally submitting
772 it.

773 Sec. 18. Section 34-211 of the general statutes is repealed and the
774 following is substituted in lieu thereof (*Effective January 1, 2011*):

775 (a) After the dissolution of a limited liability company pursuant to
776 section 34-206, the limited liability company shall file articles of
777 dissolution in the office of the Secretary of the State which set forth: (1)
778 The name of the limited liability company; (2) the reason for filing the
779 articles of dissolution; (3) the effective date, which shall be a date
780 certain, of the articles of dissolution if they are not to be effective upon
781 the filing; and (4) any other information the members or managers
782 filing the articles of dissolution may determine.

783 (b) No limited liability company may file articles of dissolution
784 under this section until it has filed all annual reports that are due as
785 provided in sections 34-106 and 34-107, as amended by this act.

786 Sec. 19. Section 34-229 of the general statutes is repealed and the
787 following is substituted in lieu thereof (*Effective January 1, 2011*):

788 (a) A foreign limited liability company registered to transact
789 business in this state shall file an annual report in the office of the
790 Secretary of the State which report shall be due upon the anniversary
791 of such foreign limited liability company's registration pursuant to
792 section 34-223. On and after January 1, 2011, each foreign limited
793 liability company shall file an annual report by electronic transmission
794 on or after January first and prior to May first. Upon request of a
795 foreign limited liability company, the Secretary of the State may grant
796 an exemption from the requirement to file an annual report by
797 electronic transmission if the foreign limited liability company does
798 not have the capability to file by electronic transmission or make
799 payment in an authorized manner by electronic means or if other good
800 cause is shown.

801 (b) Such reporting requirement shall commence on and after
802 January 1, 1995, and continue annually thereafter.

803 (c) Each annual report shall set forth: (1) The name of the foreign
804 limited liability company and, if different, the name under which such
805 foreign limited liability company transacts business in this state; (2) the
806 address of the office required to be maintained in the state or other
807 jurisdiction of the foreign limited liability company's organization by
808 the laws of that state or jurisdiction or, if not so required, the address
809 of its principal office; [and] (3) the electronic mail address, if any, of the
810 foreign limited liability company; and (4) the name and respective
811 business and residence addresses of a manager or a member of the
812 foreign limited liability company, except that if good cause is shown,
813 the Secretary of the State may accept a business address in lieu of the
814 business and residence addresses of such manager or member. For the
815 purposes of this subsection and subsection (d) of this section, a
816 showing of good cause shall include, but not be limited to, a showing
817 that public disclosure of the residence address of the manager or
818 member of the foreign limited liability company may expose the
819 personal security of such manager or member to significant risk.

820 (d) If the manager or member named in a foreign limited liability
821 company's most current annual report pursuant to subsection (c) of
822 this section is replaced for such purpose by another manager or
823 member after the foreign limited liability company has filed such
824 annual report, but not later than thirty days preceding the month
825 during which the foreign limited liability company's next annual
826 report becomes due, the foreign limited liability company shall file
827 with the Secretary of the State an interim notice of change of manager
828 or member that sets forth: (1) The name of the foreign limited liability
829 company; and (2) the name, title and respective business and residence
830 addresses of the new manager or member and the name and title of the
831 former manager or member, except that if good cause is shown, the
832 Secretary of the State may accept a business address in lieu of the
833 business and residence addresses of the new manager or member. Any

834 such change of manager or member that occurs within the thirty-day
835 period preceding the month during which the foreign limited liability
836 company's next annual report becomes due shall be reflected in such
837 next annual report.

838 (e) Each annual report shall be executed in accordance with section
839 34-109 and be accompanied by the filing fee established in section 34-
840 112. The Secretary of the State shall [mail] deliver to each foreign
841 limited liability company at its principal office or electronic mail
842 address, as shown on his records, [a form prescribed by him for the
843 annual report] notice that the annual report is due, but failure to
844 receive such [form] notice shall not relieve a foreign limited liability
845 company of the requirement of filing the report as provided in this
846 section.

847 Sec. 20. Section 34-231 of the general statutes is repealed and the
848 following is substituted in lieu thereof (*Effective January 1, 2011*):

849 (a) A foreign limited liability company authorized to transact
850 business in this state may cancel its registration upon procuring from
851 the Secretary of the State a certificate of cancellation. In order to
852 procure such certificate, the foreign limited liability company shall
853 deliver to the Secretary of the State an application for cancellation,
854 which shall set forth: (1) The name of the foreign limited liability
855 company and the state or other jurisdiction under the laws of which it
856 is organized; (2) that the foreign limited liability company is not
857 transacting business in this state; (3) that the foreign limited liability
858 company surrenders its certificate of registration to transact business
859 in this state; (4) that the foreign limited liability company revokes the
860 authority of its statutory agent for service of process in this state and
861 consents that service of process in any action, suit or proceeding based
862 upon any cause of action arising in this state during the time the
863 foreign limited liability company was authorized to transact business
864 in this state may thereafter be made on such foreign limited liability
865 company by service thereof upon the Secretary of the State; and (5) an

866 address to which a person may mail a copy of any process against the
867 foreign limited liability company.

868 (b) The application for cancellation shall be in the form and manner
869 designated by the Secretary of the State and shall be executed by the
870 foreign limited liability company by a person with authority to do so
871 under the laws of the state or other jurisdiction of its organization, or,
872 if the foreign limited liability company is in the hands of a receiver or
873 trustee or other court-appointed fiduciary, by such receiver, trustee or
874 fiduciary.

875 (c) No foreign limited liability company may procure a certificate of
876 cancellation under this section until it has filed all annual reports that
877 are due as provided in sections 34-229 and 34-230, as amended by this
878 act.

879 [(c)] (d) A cancellation does not terminate the authority of the
880 Secretary of the State to accept service of process on the foreign limited
881 liability company with respect to causes of action arising out of the
882 transaction of business in this state.

883 Sec. 21. Section 34-301 of the general statutes is repealed and the
884 following is substituted in lieu thereof (*Effective January 1, 2011*):

885 As used in sections 34-300 to [34-399] 34-434, inclusive, as amended
886 by this act:

887 (1) "Business" includes every trade, occupation and profession.

888 (2) "Debtor in bankruptcy" means a person who is the subject of: (A)
889 An order for relief under Title 11 of the United States Code or a
890 comparable order under a successor statute of general application; or
891 (B) a comparable order under federal, state or foreign law governing
892 insolvency.

893 (3) "Deliver" or "delivery" means any method of delivery used in
894 conventional commercial practice including delivery by hand, mail,

895 commercial delivery and electronic transmission.

896 [(3)] (4) "Distribution" means a transfer of money or other property
897 from a partnership to a partner in the partner's capacity as a partner or
898 to the partner's transferee.

899 (5) "Document" includes anything delivered to the office of the
900 Secretary of the State for filing under sections 34-300 to 34-434,
901 inclusive, as amended by this act.

902 (6) "Electronic transmission" or "electronically transmitted" means
903 any process of communication not directly involving the physical
904 transfer of paper that is suitable for the retention, retrieval and
905 reproduction of information by the recipient.

906 [(4)] (7) "Foreign registered limited liability partnership" includes a
907 partnership formed pursuant to an agreement governed by the laws of
908 any state other than this state and registered or denominated as a
909 registered limited liability partnership or limited liability partnership
910 under the laws of such other state.

911 [(5)] (8) "Interests" means the proprietary interests in an other entity.

912 [(6)] (9) "Merger" means a business combination pursuant to section
913 34-388.

914 [(7)] (10) "Organizational documents" means the basic document or
915 documents that create, or determine the internal governance of, an
916 other entity.

917 [(8)] (11) "Other entity" means any association or legal entity, other
918 than a domestic or foreign partnership, organized to conduct business,
919 including, but not limited to, a corporation, limited partnership,
920 limited liability partnership, limited liability company, joint venture,
921 joint stock company, business trust, statutory trust and real estate
922 investment trust.

923 [(9)] (12) "Partnership" means an association of two or more persons
924 to carry on as co-owners a business for profit formed under section 34-
925 314, predecessor law or comparable law of another jurisdiction, and
926 includes for all purposes of the laws of this state a registered limited
927 liability partnership.

928 [(10)] (13) "Partnership agreement" means the agreement, whether
929 written, oral or implied, among the partners concerning the
930 partnership, including amendments to the partnership agreement.

931 [(11)] (14) "Partnership at will" means a partnership in which the
932 partners have not agreed to remain partners until the expiration of a
933 definite term or the completion of a particular undertaking.

934 [(12)] (15) "Partnership interest" or "partner's interest in the
935 partnership" means all of a partner's interests in the partnership,
936 including the partner's transferable interest and all management and
937 other rights.

938 [(13)] (16) "Party to a merger" means any domestic or foreign
939 partnership or other entity that will merge under a plan of merger.

940 [(14)] (17) "Person" means an individual, corporation, limited
941 liability company, business trust, estate, trust, partnership, association,
942 joint venture, government, governmental subdivision, agency or
943 instrumentality, or any other legal or commercial entity.

944 [(15)] (18) "Plan of merger" means a plan entered into pursuant to
945 section 34-388.

946 [(16)] (19) "Property" means all property, real, personal or mixed,
947 tangible or intangible, or any interest therein.

948 [(17)] (20) "Registered limited liability partnership" includes a
949 partnership formed pursuant to an agreement governed by the laws of
950 this state, registered under section 34-419, and complying with sections
951 34-406 and 34-420, as amended by this act.

952 (21) "Sign" or "signature" includes any manual, facsimile, conformed
953 or electronic signature.

954 [(18)] (22) "State" means a state of the United States, the District of
955 Columbia, the Commonwealth of Puerto Rico or any territory or
956 insular possession subject to the jurisdiction of the United States.

957 [(19)] (23) "Statement" means a statement of partnership authority
958 under section 34-324, a statement of denial under section 34-325, a
959 statement of dissociation under section 34-365, a statement of
960 dissolution under section 34-376, a statement of merger under section
961 34-390, or an amendment or cancellation of any of the foregoing.

962 [(20)] (24) "Survivor" in a merger means the partnership or other
963 entity into which one or more other partnerships or other entities are
964 merged or consolidated. A survivor of a merger may preexist the
965 merger or be created by the merger.

966 [(21)] (25) "Transfer" includes an assignment, conveyance, lease,
967 mortgage, deed and encumbrance.

968 Sec. 22. Section 34-411 of the general statutes is repealed and the
969 following is substituted in lieu thereof (*Effective January 1, 2011*):

970 (a) The original signed copy of a certificate of limited liability
971 partnership of a registered limited liability partnership or the
972 certificate of authority of a foreign registered limited liability
973 partnership or of any other document required to be filed pursuant to
974 sections 34-300 to 34-434, inclusive, as amended by this act, shall be
975 delivered to the Secretary of the State. Unless the Secretary of the State
976 determines that the documents do not conform to the filing provisions
977 of said sections, he shall, when all required filing fees have been paid:
978 (1) Endorse on each signed original "filed" and the date and time of its
979 acceptance for filing; and (2) retain the signed original in his files.

980 (b) When any document is required or permitted to be filed or
981 recorded as provided in sections 34-300 to 34-434, inclusive, as

982 amended by this act, the Secretary of the State may, in the Secretary of
983 the State's discretion, for good cause, permit a photostatic or other
984 photographic copy of such document to be filed or recorded in lieu of
985 the original instrument. Such filing or recording shall have the same
986 force and effect as if the original instrument had been so filed or
987 recorded.

988 (c) The Secretary of the State may require or permit the filing by
989 electronic transmission or by employing new technology as it is
990 developed of any document that is required by law or regulation
991 under sections 34-300 to 34-434, inclusive, as amended by this act, to be
992 filed with the Secretary of the State.

993 [(b)] (d) If the Secretary of the State determines that the documents
994 do not conform to the filing provisions of sections 34-300 to 34-434,
995 inclusive, as amended by this act, or are not accompanied by all fees
996 required by law, the documents shall not be filed and the Secretary of
997 the State shall return the documents to the person originally
998 submitting them.

999 Sec. 23. Section 34-420 of the general statutes is repealed and the
1000 following is substituted in lieu thereof (*Effective January 1, 2011*):

1001 (a) Each registered limited liability partnership shall file an annual
1002 report with the Secretary of the State, which report shall be due upon
1003 the anniversary of the filing of a certificate of limited liability
1004 partnership pursuant to section 34-419. On and after January 1, 2011,
1005 each registered limited liability partnership shall file an annual report
1006 by electronic transmission on or after January first and prior to May
1007 first. Upon request of a registered limited liability partnership, the
1008 Secretary of the State may grant an exemption from the requirement to
1009 file an annual report by electronic transmission if the registered limited
1010 liability partnership does not have the capability to file by electronic
1011 transmission or make payment in an authorized manner by electronic
1012 means or if other good cause is shown.

1013 (b) Such reporting requirement shall commence on or after January
1014 1, 1997, and continue annually thereafter.

1015 (c) Each annual report shall set forth: (1) The name of the registered
1016 limited liability partnership; [, and] (2) the registered limited liability
1017 partnership's current principal office address; and (3) the electronic
1018 mail address, if any, of the registered limited liability partnership.

1019 (d) Each annual report shall be executed in accordance with section
1020 34-410 and be accompanied by the filing fee established in section 34-
1021 413. The Secretary of the State shall [mail] deliver to each registered
1022 limited liability partnership at its principal office or electronic mail
1023 address, as shown on his records, [a form prescribed by him for the
1024 annual report] notice that the annual report is due, but failure to
1025 receive such [form] notice shall not relieve a registered limited liability
1026 partnership of the requirement of filing the report as provided in this
1027 section.

1028 Sec. 24. Section 34-423 of the general statutes is repealed and the
1029 following is substituted in lieu thereof (*Effective January 1, 2011*):

1030 (a) A registered limited liability partnership may renounce its status
1031 as a registered limited liability partnership by filing a renunciation of
1032 status report in the office of the Secretary of the State which sets forth:
1033 (1) The name of the registered limited liability partnership; (2) that it
1034 renounces its status as a registered limited liability partnership; (3) the
1035 effective date, which shall be a date certain, of the renunciation of
1036 status if such is not to be effective upon the filing; and (4) any other
1037 information the partnership may determine to include. Renunciation of
1038 the status of a registered limited liability partnership shall not affect
1039 the status of said partnership or the liabilities of the partners thereof
1040 with regard to events, acts or omissions occurring prior to the date of
1041 renunciation.

1042 (b) No registered limited liability partnership may file a
1043 renunciation of status report under this section until it has filed all

1044 annual reports that are due as provided in sections 34-420 and 34-421,
1045 as amended by this act.

1046 Sec. 25. Section 34-431 of the general statutes is repealed and the
1047 following is substituted in lieu thereof (*Effective January 1, 2011*):

1048 (a) A foreign registered limited liability partnership authorized to
1049 transact business in this state shall file an annual report in the office of
1050 the Secretary of the State which report shall be due upon the
1051 anniversary of such foreign registered limited liability partnership's
1052 certificate of authority pursuant to section 34-429. On and after January
1053 1, 2011, each foreign registered limited liability partnership shall file an
1054 annual report by electronic transmission on or after January first and
1055 prior to May first. Upon request of a foreign registered limited liability
1056 partnership, the Secretary of the State may grant an exemption from
1057 the requirement to file an annual report by electronic transmission if
1058 the foreign registered limited liability partnership does not have the
1059 capability to file by electronic transmission or make payment in an
1060 authorized manner by electronic means or if other good cause is
1061 shown.

1062 (b) Such reporting requirement shall commence on and after
1063 January 1, 1997, and continue annually thereafter.

1064 (c) Each annual report shall set forth: (1) The name of the foreign
1065 registered limited liability partnership and, if different, the name
1066 under which such foreign registered limited liability partnership
1067 transacts business in this state; [and] (2) the address of the office
1068 required to be maintained in the state or other jurisdiction of the
1069 foreign registered limited liability partnership's organization by the
1070 laws of that state or jurisdiction or, if not so required, the address of its
1071 principal office; and (3) the electronic mail address, if any, of the
1072 foreign registered limited liability partnership.

1073 (d) Each annual report shall be executed in accordance with section
1074 34-410, and be accompanied by the filing fee established in section 34-

1075 413. The Secretary of the State shall [mail] deliver to each foreign
1076 registered limited liability partnership at its principal office or
1077 electronic mail address, as shown on his records, [a form prescribed by
1078 him for the annual report] notice that the annual report is due, but
1079 failure to receive such [form] notice shall not relieve a foreign
1080 registered limited liability partnership of the requirement of filing the
1081 report as provided in this section.

1082 Sec. 26. Section 34-434 of the general statutes is repealed and the
1083 following is substituted in lieu thereof (*Effective January 1, 2011*):

1084 (a) A foreign registered limited liability partnership may withdraw
1085 its certificate of authority by filing a report in the office of the Secretary
1086 of the State which sets forth: (1) The name of the foreign registered
1087 limited liability partnership; (2) that it withdraws its certificate of
1088 authority effective upon filing; and (3) any other information the
1089 partnership may determine to include.

1090 (b) No foreign registered limited liability partnership may file a
1091 withdrawal of its certificate of authority under this section until it has
1092 filed all annual reports that are due as provided in sections 34-431 and
1093 34-432, as amended by this act.

1094 Sec. 27. Section 34-501 of the general statutes is repealed and the
1095 following is substituted in lieu thereof (*Effective January 1, 2011*):

1096 For purposes of sections 34-500 to 34-547, inclusive, as amended by
1097 this act:

1098 (1) "Beneficial owner" means any owner of a beneficial interest in a
1099 statutory trust. Beneficial ownership shall be determined and
1100 evidenced, whether by means of registration, the issuance of
1101 certificates or otherwise, in accordance with the applicable provisions
1102 of the governing instrument of the statutory trust.

1103 (2) "Statutory trust" or "domestic statutory trust" means an
1104 unincorporated association which (A) is created by a trust instrument

1105 under which property is or will be held, managed, administered,
1106 controlled, invested, reinvested or operated, or business or
1107 professional activities are carried on or will be carried on, by a trustee
1108 or trustees for the benefit of such person or persons as are or may
1109 become entitled to a beneficial interest in the trust property, including
1110 but not limited to a trust of the type known at common law as a
1111 "business trust" or "Massachusetts trust" or "grantor trust", or a trust
1112 qualifying as a real estate investment trust under Section 856 et seq., of
1113 the United States Internal Revenue Code of 1986, or any subsequent
1114 corresponding internal revenue code of the United States, as from time
1115 to time amended, or a trust qualifying as a real estate mortgage
1116 investment conduit under Section 860D of the United States Internal
1117 Revenue Code of 1986, or any subsequent corresponding internal
1118 revenue code of the United States, as from time to time amended, and
1119 (B) files a certificate of trust pursuant to section 34-503. Any such
1120 association organized before or after October 1, 1997, shall be a
1121 statutory trust and a separate legal entity.

1122 (3) "Document" includes anything delivered to the office of the
1123 Secretary of the State for filing under sections 34-500 to 34-547,
1124 inclusive, as amended by this act.

1125 ~~[(3)]~~ (4) "Foreign statutory trust" means any business trust,
1126 association or similar entity which is not organized under the laws of
1127 this state.

1128 ~~[(4)]~~ (5) "Governing instrument" means a trust instrument which
1129 creates a statutory trust and provides for the governance of the affairs
1130 of the statutory trust and the conduct of its business. A governing
1131 instrument: (A) May provide that a person shall become a beneficial
1132 owner and shall become bound by the governing instrument if such
1133 person, or a representative authorized by such person orally, in
1134 writing or by other action such as payment for a beneficial interest,
1135 complies with the conditions for becoming a beneficial owner set forth
1136 in the governing instrument or any other writing and acquires a

1137 beneficial interest; and (B) may consist of one or more agreements,
1138 instruments or other writings and may refer to or incorporate bylaws
1139 containing provisions relating to the business of the statutory trust, the
1140 conduct of its affairs and its rights or powers or the rights or powers of
1141 its trustees, beneficial owners, agents or employees.

1142 [(5)] (6) "Other business entity" means a corporation, a limited
1143 liability company, a general or limited partnership, a limited liability
1144 partnership, a common law trust or any other unincorporated
1145 business.

1146 [(6)] (7) "Person" means a natural person, partnership, limited
1147 partnership, limited liability partnership, limited liability company,
1148 trust, estate, association, corporation, custodian, nominee or any other
1149 individual or entity in its own or any representative capacity.

1150 (8) "Sign" or "signature" includes any manual, facsimile, conformed
1151 or electronic signature.

1152 [(7)] (9) "Trustee" means the person or persons appointed as a
1153 trustee in accordance with the governing instrument of a statutory
1154 trust and may include one or more of the beneficial owners of the
1155 statutory trust.

1156 Sec. 28. Section 34-503 of the general statutes is repealed and the
1157 following is substituted in lieu thereof (*Effective January 1, 2011*):

1158 (a) Every statutory trust shall file [the original,] a signed copy of its
1159 certificate of trust with the office of the Secretary of the State. The
1160 certificate of trust shall set forth:

1161 (1) A name of the statutory trust that satisfies the requirements of
1162 section 34-506;

1163 (2) The future effective date, which shall be a date certain, of
1164 effectiveness of the certificate if it is not to be effective upon the filing
1165 of the certificate;

- 1166 (3) The principal office address of the statutory trust;
- 1167 (4) The appointment of a statutory agent for service of process, as
1168 required by section 34-507; and
- 1169 (5) Any other information the trustees determine to include therein.
- 1170 (b) (1) A certificate of trust may be amended by filing a certificate of
1171 amendment thereto with the office of the Secretary of the State. The
1172 certificate of amendment shall set forth: (A) The name of the statutory
1173 trust; (B) the date of filing of the [original] initial certificate of trust; (C)
1174 the amendment to the certificate; and (D) the future effective date,
1175 which shall be a date certain, of effectiveness of the certificate if it is
1176 not to be effective upon the filing of the certificate.
- 1177 (2) A certificate of trust may be amended at any time for any
1178 purpose as the trustees may determine, provided the certificate of trust
1179 as amended contains those provisions that are required by law to be
1180 contained in a certificate of trust at the time of making the amendment.
- 1181 (c) (1) A certificate of trust may be restated by integrating into a
1182 single instrument all of the provisions of the certificate of trust which
1183 are then in effect and operative as a result of there having been
1184 theretofore filed one or more certificates of amendment pursuant to
1185 subsection (b) of this section, and the certificate of trust may be
1186 amended or further amended by the filing of a restated certificate of
1187 trust. The restated certificate of trust shall be specifically designated as
1188 such in its heading and shall set forth: (A) The present name of the
1189 statutory trust and, if it has been changed, the name under which the
1190 statutory trust was originally formed; (B) the date of filing of the
1191 [original] initial certificate of trust; (C) the information required to be
1192 included pursuant to subsection (a) of this section; (D) the future
1193 effective date, which shall be a date certain, of effectiveness of the
1194 restated certificate of trust if it is not to be effective upon the filing of
1195 the restated certificate of trust; and (E) any other information the
1196 trustees determine to include therein.

1197 (2) A certificate of trust may be restated at any time for any purpose
1198 as the trustees may determine.

1199 (d) A certificate of trust shall be cancelled upon the completion of
1200 winding up of the statutory trust and its termination. A certificate of
1201 cancellation shall be filed in the office of the Secretary of the State and
1202 set forth: (1) The name of the statutory trust; (2) the date of filing of the
1203 [original] initial certificate of trust; (3) the reason for filing the
1204 certificate of cancellation; (4) the future effective date, which shall be a
1205 date certain, of cancellation if it is not to be effective upon the filing of
1206 the certificate; and (5) any other information the trustees determine to
1207 include therein.

1208 (e) When any document is required or permitted to be filed or
1209 recorded as provided in sections 34-500 to 34-547, inclusive, as
1210 amended by this act, the Secretary of the State may, in the Secretary of
1211 the State's discretion, for good cause, permit a photostatic or other
1212 photographic copy of such document to be filed or recorded in lieu of
1213 the original instrument. Such filing or recording shall have the same
1214 force and effect as if the original instrument had been so filed or
1215 recorded.

1216 ~~[(e)]~~ (f) Unless the office of the Secretary of the State determines that
1217 a document filed with it pursuant to this section does not conform to
1218 law, it shall, when all required filing fees have been paid, endorse on
1219 each signed [original of such] document the word "Filed" and the date
1220 and time of its acceptance for filing and retain the [original] signed
1221 document in its files.

1222 Sec. 29. Section 34-429 of the general statutes is repealed and the
1223 following is substituted in lieu thereof (*Effective January 1, 2011*):

1224 Before transacting business in this state, a foreign registered limited
1225 liability partnership shall file a certificate of authority with the
1226 Secretary of the State executed by a person with authority to do so
1227 under the laws of the state or other jurisdiction where it is registered as

1228 a registered limited liability partnership. The certificate of authority
1229 shall set forth: (1) The name of the partnership and, if different, the
1230 name under which it proposes to transact business in this state, either
1231 of which shall conform to the requirements of section 34-406; (2) the
1232 state or other jurisdiction where it is registered as a registered limited
1233 liability partnership and the date of its registration; (3) the name and
1234 address of the agent in this state for service of process required to be
1235 maintained by section 34-408 and an acceptance of such appointment
1236 signed by the agent appointed; (4) the address of the office required to
1237 be maintained in the state or other jurisdiction of its organization by
1238 the laws of that state or jurisdiction or, if not so required, of the
1239 principal office of the partnership; (5) a representation that the
1240 partnership is a "foreign registered limited liability partnership" as
1241 defined in [subdivision (4) of] section 34-301, as amended by this act;
1242 (6) a brief statement of the business in which the partnership engages;
1243 and (7) any other matters the partnership may determine to include.

1244 Sec. 30. Section 34-531 of the general statutes is repealed and the
1245 following is substituted in lieu thereof (*Effective January 1, 2011*):

1246 Before transacting business in this state, a foreign statutory trust
1247 shall register with the Secretary of the State. In order to register, a
1248 foreign statutory trust shall submit to the Secretary of the State an
1249 original signed copy of an application for registration as a foreign
1250 statutory trust executed by a person with authority to do so under the
1251 laws of the state or other jurisdiction of its formation. The application
1252 shall set forth: (1) The name of the foreign statutory trust and, if
1253 different, the name under which it proposes to transact business in this
1254 state; (2) the state or other jurisdiction where formed, and date of its
1255 organization; (3) the name and address of the agent in this state for
1256 service of process on the foreign statutory trust required to be
1257 maintained by section 34-532 and an acceptance of such appointment
1258 signed by the agent appointed if other than the Secretary of the State;
1259 (4) the address of the office required to be maintained in the state or
1260 other jurisdiction of its organization by the laws of that state or

1261 jurisdiction or, if not so required, of the principal office of the foreign
 1262 statutory trust; (5) a representation that the foreign statutory trust is a
 1263 "foreign statutory trust" as defined in [subdivision (3) of] section 34-
 1264 501, as amended by this act; and (6) the character of the business which
 1265 the statutory trust intends to transact in this state.

This act shall take effect as follows and shall amend the following sections:		
Section 1	<i>January 1, 2011</i>	33-608
Sec. 2	<i>January 1, 2011</i>	33-882
Sec. 3	<i>January 1, 2011</i>	33-932
Sec. 4	<i>January 1, 2011</i>	33-953
Sec. 5	<i>January 1, 2011</i>	33-1004
Sec. 6	<i>January 1, 2011</i>	33-1172
Sec. 7	<i>January 1, 2011</i>	33-1222
Sec. 8	<i>January 1, 2011</i>	33-1243
Sec. 9	<i>January 1, 2011</i>	34-9
Sec. 10	<i>January 1, 2011</i>	34-10b
Sec. 11	<i>January 1, 2011</i>	34-13e
Sec. 12	<i>January 1, 2011</i>	34-32a
Sec. 13	<i>January 1, 2011</i>	34-38k
Sec. 14	<i>January 1, 2011</i>	34-38s
Sec. 15	<i>January 1, 2011</i>	34-101
Sec. 16	<i>January 1, 2011</i>	34-106
Sec. 17	<i>January 1, 2011</i>	34-110
Sec. 18	<i>January 1, 2011</i>	34-211
Sec. 19	<i>January 1, 2011</i>	34-229
Sec. 20	<i>January 1, 2011</i>	34-231
Sec. 21	<i>January 1, 2011</i>	34-301
Sec. 22	<i>January 1, 2011</i>	34-411
Sec. 23	<i>January 1, 2011</i>	34-420
Sec. 24	<i>January 1, 2011</i>	34-423
Sec. 25	<i>January 1, 2011</i>	34-431
Sec. 26	<i>January 1, 2011</i>	34-434
Sec. 27	<i>January 1, 2011</i>	34-501
Sec. 28	<i>January 1, 2011</i>	34-503
Sec. 29	<i>January 1, 2011</i>	34-429
Sec. 30	<i>January 1, 2011</i>	34-531

Statement of Purpose:

To make revisions concerning the timing and manner of the filing of annual reports and other documents with the Secretary of the State by domestic and foreign corporations, limited partnerships, limited liability companies, limited liability partnerships and statutory trusts.

[Proposed deletions are enclosed in brackets. Proposed additions are indicated by underline, except that when the entire text of a bill or resolution or a section of a bill or resolution is new, it is not underlined.]